

Exhibit 16
Secretary's Certificate of New Elk Coal Company LLC

**SECRETARY'S CERTIFICATE
OF
NEW ELK COAL COMPANY LLC**

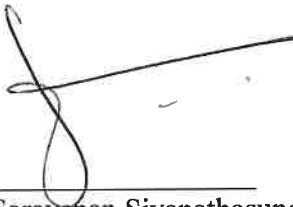
May 24, 2022

The undersigned, Saravanan Sivapathasundaram, as the duly elected Secretary of New Elk Coal Company LLC, a Colorado corporation (the "**Company**"), is delivering this Secretary's Certificate pursuant to the Guaranty and Security Agreement, dated on or about the date hereof (the "**Security Agreement**"), by and between the Company, Allegiance Coal Limited, an Australian corporation ("**ACL**"), the Collins Street Convertible Notes Pty Ltd ("**Noteholder**"), Allegiance Coal USA Limited ("**ACUSA**"), New Elk Coal Holdings LLC, a Delaware limited liability company ("**NECH**"), North Central Energy Company, a Colorado corporation ("**NCEC**"), Raton Basin Analytic LLC, a Colorado limited liability company ("**RBA**"), and Black Warrior Minerals, Inc., an Alabama corporation ("**BWM**"), and together with the Company, ACL, NECH, and ACUSA, the "**Grantors**") in connection with the Convertible Note Agreement, dated as of the date hereof, (the "**Agreement**"), among ACUSA, ACL, and Noteholder, and the other documents in connection with the Agreement and Security Agreement, including the Assignments, the Mortgages, the Deed, the Note, the Subordination Agreements, and all financing statements (or comparable documents now or hereafter filed in accordance with the UCC or other applicable law) (collectively, the "**Transaction Documents**"). The undersigned hereby certifies on behalf of the Company that:

1. He is the duly elected, qualified and acting Secretary of the Company;
2. Attached hereto as Exhibit A is a true and correct copy of the Company's Certificate of Formation as in full force and effect as of the date hereof, which has not been amended or modified;
3. Attached hereto as Exhibit B is a true and complete copy of the Operating Agreement of the Company as in full force and effect on the date hereof;
4. Attached hereto as Exhibit C is a true, correct and complete copy of the resolutions duly adopted by the Company's board of directors authorizing the consummation of the transactions contemplated by the Transaction Documents, which resolutions have not been revoked, amended, supplemented or modified and are in full force and effect on the date hereof. No other authorization, approval or consent is required on the part of the Company or its directors, officers or shareholders in relation thereto;
5. Exhibit D contains true, genuine and complete signatures of the Company's incumbent directors and officers;
6. Attached hereto as Exhibit E is a true and complete copy of the Good Standing Certificate of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate on behalf of the Company as of the date first above written.

NEW ELK COAL COMPANY LLC



By _____
Name: Saravanan Sivapathasundaram
Title: Secretary

EXHIBIT A

Certificate of Formation

[see attached]

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENTS FILED

I, Jena Griswold , as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached documents are true and complete copies of all documents relating to:

New Elk Coal Company LLC

Colorado Limited Liability Company

(Entity ID # 20061150078)

consisting of 42 pages as filed in this office.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 05/16/2022 that have been posted, and by documents delivered to this office electronically through 05/17/2022 @ 12:12:34 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 05/17/2022 @ 12:12:34 in accordance with applicable law. This certificate is assigned Confirmation Number 14026932 .



A handwritten signature in blue ink that reads "Jena Griswold".

Secretary of State of the State of Colorado

*****End of Certificate*****
Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

Document processing fee
 If document is filed on paper \$125.00
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 Paper documents must be typewritten or machine printed.

20061150078 M
 \$ 125.00
 SECRETARY OF STATE
 04-06-2006 16:10:02

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Foreign Entity Authority
 filed pursuant to §7-90-301, et seq. and §7-90-803 of the Colorado Revised Statutes (C.R.S)

ID number (if applicable): _____

1. True name:

New Elk Coal Company LLC

2. Assumed entity name
 (if different from True name)

3. Use of Restricted Words (*if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box*):

- “bank” or “trust” or any derivative thereof
 “credit union” “savings and loan”
 “insurance”, “casualty”, “mutual”, or “surety”

4. Principal office street address:

1204 Main Street
 (Street name and number)

Goodland KS 67735
 (City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

4. Principal office mailing address:
 (if different from above)

1204 Main Street
 (Street name and number or Post Office Box information)

Goodland KS 67735
 (City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

5. Registered agent: (if an individual):

Thompson Ronald G MR
 (Last) (First) (Middle) (Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address: 34115 County Rd 20.8
(Street name and number)

Trinidad **(City)** **CO** **81082** **(State)** **(Postal/Zip Code)**

8. Registered agent mailing address:
(if different from above) 34115 County Rd 20.8
(Street name and number or Post Office Box information)

Trinidad (City) CO (State) 81082 (Postal/Zip Code)

(Province – if applicable) *(Country – if not US)*

9. Form of entity: Coal Company

10. Jurisdiction of formation: Kansas

11. Date entity commenced (or expects to commence) transacting business or conducting activities in Colorado: 1/17/2006
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

13. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Coverdale **William** **Wayne** **MR**
(Last) *(First)* *(Middle)* *(Suffix)*

1204 Main Street
(Street name and number or Post Office Box information)

Goodland (City) KS (State) 67735 (Postal/Zip Code)

(Province – if applicable) *(Country – if not US)*

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.



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Paper documents must be typewritten or machine printed.

Colorado Secretary of State
 Date and Time: 05/15/2007 05:23 PM
 Id Number: 20061150078
 Document number: 20071233918

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Annual Report

filed pursuant to §7-90-301, et seq. and §7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the
 entity was formed or registered:

Kansas

You must complete line 1.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

1. Name(s) and address(es) of the
 individual(s) causing the document
 to be delivered for filing:

| | | | |
|----------------------------|---------------------------|--------------------------|------------------------|
| <u>Coverdale</u> (Last) | <u>William</u> (First) | <u>Wayne</u> (Middle) | <u>Mr.</u> (Suffix) |
| <u>136 W. Main</u> | | | |

(Street name and number or Post Office Box information)

| | | |
|---------------------------|----------------------|-----------------------------------|
| <u>Trinidad</u> (City) | <u>CO</u> (State) | <u>81082</u> (Postal/Zip Code) |
|---------------------------|----------------------|-----------------------------------|

(Province – if applicable) (Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Mark the box if information requested below is current in the records of the Secretary of State
OR complete Questions 2 through 7.

2. Principal office street address:

1204 Main Street
(Street name and number)

| | | |
|----------------------------|---------|-----------------------|
| Goodland | KS | 67735 |
| (City) | (State) | (Postal/Zip Code) |
| United States | | |
| (Province – if applicable) | | (Country – if not US) |

3. Principal office mailing address:
(if different from above)

1204 Main Street
(Street name and number or Post Office Box information)

| | | |
|----------------------------|---------|-----------------------|
| Goodland | KS | 67735 |
| (City) | (State) | (Postal/Zip Code) |
| United States | | |
| (Province – if applicable) | | (Country – if not US) |

4. Registered agent name: (if an individual)

| | | | |
|----------|---------|----------|----------|
| Thompson | Ronald | G | MR |
| (Last) | (First) | (Middle) | (Suffix) |

OR (if a business organization)

5. The person identified above as registered agent has consented to being so appointed.

6. Registered agent street address:

34115 County Rd 20.8
(Street name and number)

| | | |
|----------|---------|-------------------|
| Trinidad | CO | 81082 |
| (City) | (State) | (Postal/Zip Code) |

7. Registered agent mailing address:
(if different from above)

34115 County Rd 20.8
(Street name and number or Post Office Box information)

| | | |
|----------------------------|---------|-----------------------|
| Trinidad | CO | 81082 |
| (City) | (State) | (Postal/Zip Code) |
| United States | | |
| (Province – if applicable) | | (Country – if not US) |

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Colorado Secretary of State
 Date and Time: 04/11/2008 02:53 PM
 Id Number: 20061150078
 Document number: 20081201790

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Annual Report

filed pursuant to §7-90-301, et seq. and §7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered:

Kansas

You must complete line 1.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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1. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | |
|---|----------------|----------|
| <u>Bedore</u> | <u>Barbara</u> | |
| (Last) | (First) | (Middle) |
| <u>1204 Main</u> | | |
| (Street name and number or Post Office Box information) | | |

| | | |
|----------------------------|-----------|-----------------------|
| <u>Goodland</u> | <u>KS</u> | <u>67735</u> |
| (City) | (State) | (Postal/Zip Code) |
| (Province – if applicable) | | (Country – if not US) |

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Mark the box if information requested below is current in the records of the Secretary of State
OR complete Questions 2 through 7.

2. Principal office street address:

1204 Main Street
(Street name and number)

| | | |
|---|------------------------|--------------------------------------|
| Goodland | KS | 67735 |
| <small>(City)</small> | <small>(State)</small> | <small>(Postal/Zip Code)</small> |
| United States | | |
| <small>(Province – if applicable)</small> | | <small>(Country – if not US)</small> |

3. Principal office mailing address:
(if different from above)

1204 Main Street
(Street name and number or Post Office Box information)

| | | |
|---|------------------------|--------------------------------------|
| Goodland | KS | 67735 |
| <small>(City)</small> | <small>(State)</small> | <small>(Postal/Zip Code)</small> |
| United States | | |
| <small>(Province – if applicable)</small> | | <small>(Country – if not US)</small> |

4. Registered agent name: (if an individual)

| | | | |
|-----------------------|------------------------|-------------------------|-------------------------|
| Thompson | Ronald | G | MR |
| <small>(Last)</small> | <small>(First)</small> | <small>(Middle)</small> | <small>(Suffix)</small> |

OR (if a business organization)

5. The person identified above as registered agent has consented to being so appointed.

6. Registered agent street address:

34115 County Rd 20.8
(Street name and number)

| | | |
|-----------------------|------------------------|----------------------------------|
| Trinidad | CO | 81082 |
| <small>(City)</small> | <small>(State)</small> | <small>(Postal/Zip Code)</small> |

7. Registered agent mailing address:
(if different from above)

34115 County Rd 20.8
(Street name and number or Post Office Box information)

| | | |
|---|------------------------|--------------------------------------|
| Trinidad | CO | 81082 |
| <small>(City)</small> | <small>(State)</small> | <small>(Postal/Zip Code)</small> |
| United States | | |
| <small>(Province – if applicable)</small> | | <small>(Country – if not US)</small> |

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Colorado Secretary of State
 Date and Time: 04/15/2009 10:11 AM
 ID Number: 20061150078
 Document number: 20091215000
 Amount Paid: \$10.00

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Annual Report

filed pursuant to §7-90-301, et seq. and §7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name:

New Elk Coal Company LLC

Jurisdiction under the law of which the
 entity was formed or registered:

Kansas

1. Principal office street address:

PO Box 626
(Street name and number)
6448 Rd 16
Goodland KS 67735
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

2. Principal office mailing address:
 (if different from above)

PO Box 626
(Street name and number or Post Office Box information)
6448 Rd 16
Goodland KS 67735
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

3. Registered agent name: (if an individual)

Thompson Ronald G
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address:

34115 County Rd 20.8
(Street name and number)

| | | |
|-----------------|----------------|--------------------------|
| Trinidad | CO | 81082 |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |

6. Registered agent mailing address:
 (if different from above)

34115 County Rd 20.8
(Street name and number or Post Office Box information)

| | | |
|-----------------------------------|------------------------------|--------------------------|
| Trinidad | CO | 81082 |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| United States | | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

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7. Name(s) and address(es) of the
 individual(s) causing the document
 to be delivered for filing:

| | | | |
|--|----------------|--------------------------|-----------------|
| Bedore | Barbara | | |
| <i>(Last)</i> | <i>(First)</i> | <i>(Middle)</i> | <i>(Suffix)</i> |
| PO Box 626 | | | |
| <i>(Street name and number or Post Office Box information)</i> | | | |
| Goodland | KS | 67735 | |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> | |
| United States | | | |
| <i>(Province – if applicable)</i> | | | |
| <i>(Country – if not US)</i> | | | |

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

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Colorado Secretary of State
Date and Time: 06/17/2010 10:31 AM
ID Number: 20061150078

Document number: 20101345439
Amount Paid: \$10.00

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Statement of Change

Changing the Principal Office Address

filed pursuant to § 7-90-305.5 and § 7-90-705 of the Colorado Revised Statutes (C.R.S.)

1. The entity ID number and the entity name, or, if the entity does not have an entity name, the true name are

Entity ID number 20061150078
(Colorado Secretary of State ID number)

Entity name or True name New Elk Coal Company LLC.

2. The entity's principal office address has changed.

Such address, as changed, is

Street address 122 W First Street
(Street number and name)

| | | |
|----------------------------|----------------------|-----------------------------------|
| <u>Trinidad</u> (City) | <u>CO</u> (State) | <u>81082</u> (ZIP/Postal Code) |
| <u>United States</u> | | |
| (Province – if applicable) | | (Country) |

Mailing address _____
(leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) _____ (State) _____ (ZIP/Postal Code)

(Province – if applicable) _____ (Country) _____

3. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

4. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

5. The true name and mailing address of the individual causing this document to be delivered for filing are

| | | | |
|---|---|--|-------------------------------------|
| <u>Thompson</u> <small>(Last)</small> | <u>Ronald</u> <small>(First)</small> | <u>G</u> <small>(Middle)</small> | <u></u> <small>(Suffix)</small> |
| <u>34115 County Rd 20.8</u> <small>(Street number and name or Post Office Box information)</small> | | | |
| <u>Trinidad</u> <small>(City)</small> | <u>CO</u> <small>(State)</small> | <u>81082</u> <small>(ZIP/Postal Code)</small> | <u></u> <small>(Country)</small> |
| <u>United States</u> . | | | |
| <small>(Province – if applicable)</small> | | | |

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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6. Registered agent mailing address:
(if different from above)

34115 County Rd 20.8

(Street name and number or Post Office Box information)

| | | |
|-----------------------------------|------------------------------|--------------------------|
| <u>Trinidad</u> | <u>CO</u> | <u>81082</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| | <u>United States</u> | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

Notice:

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | |
|--|----------------|-----------------|
| <u>Thompson</u> | <u>Ronald</u> | <u>G</u> |
| <i>(Last)</i> | <i>(First)</i> | <i>(Middle)</i> |
| <u>122 W. First</u> | | |
| <i>(Street name and number or Post Office Box information)</i> | | |

| | | |
|-----------------------------------|------------------------------|--------------------------|
| <u>Trinidad</u> | <u>CO</u> | <u>81082</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| | <u>United States</u> | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

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6. Registered agent mailing address:
(if different from above)

34115 County Rd 20.8

(Street name and number or Post Office Box information)

| | | |
|-----------------------------------|------------------------------|--------------------------|
| <u>Trinidad</u> | <u>CO</u> | <u>81082</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| | <u>United States</u> | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | |
|-----------------|----------------|
| <u>Thompson</u> | <u>Ronald</u> |
| <i>(Last)</i> | <i>(First)</i> |

122 W First Street

(Street name and number or Post Office Box information)

| | | |
|-----------------------------------|------------------------------|--------------------------|
| <u>Trinidad</u> | <u>CO</u> | <u>81082</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| | <u>United States</u> | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

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are subject to change.

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Colorado Secretary of State
Date and Time: 10/25/2011 11:57 AM
ID Number: 20061150078
Document number: 20111594252
Amount Paid: \$100.00

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID number 20061150078
(Colorado Secretary of State ID number)

New Elk Coal Company LLC

Form of entity **Foreign Other**

Jurisdiction

Kansas

Street address 122 W. First Street

Trinidad **CO** **81082**
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

Mailing address _____
(leave blank if same as street address) _____ *(Street number and name or Post Office Box information)*

(City) *(State)* *(ZIP/Postal Code)*
(Province – if applicable) *(Country)*

2. The entity name of the resulting entity is New Elk Coal Company LLC
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.

4. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

5. (**Caution:** *Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.*)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing this document to be delivered for filing are

| | | | |
|---|--|--|---------------------------------------|
| <u>Botts</u> <small>(Last)</small> | <u>Robert</u> <small>(First)</small> | <u>E.</u> <small>(Middle)</small> | <u>Jr.</u> <small>(Suffix)</small> |
| <u>Aab & Botts, LLC</u> | | | |
| (Street number and name or Post Office Box information) <u>8301 E. Prentice Ave., Ste. 300</u> | | | |
| <u>Greenwood Village</u> <small>(City)</small> | <u>CO</u> <small>(State)</small> | <u>80111</u> <small>(ZIP/Postal Code)</small> | |
| <small>(Province – if applicable)</small> | <u>United States</u> <small>(Country)</small> | | |

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Colorado Secretary of State
Date and Time: 10/25/2011 11:57 AM
ID Number: 20061150078
Document number: 20111594252
Amount Paid: \$100.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Organization

filed pursuant to § 7-80-203 and § 7-80-204 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name of the limited liability company is

New Elk Coal Company LLC

(The name of a limited liability company must contain the term or abbreviation
“limited liability company”, “ltd. liability company”, “limited liability co.”, “ltd.
liability co.”, “limited”, “l.l.c.”, “llc”, or “ltd.”. See §7-90-601, C.R.S.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the limited liability company's initial principal office is

Street address

122 W. First Street

(Street number and name)

Trinidad

(City)

CO

(State)

81082

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

3. The registered agent name and registered agent address of the limited liability company's initial registered agent are

Name

(if an individual)

Thompson

(Last)

Ronald

(First)

G

(Middle)

(Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Street address

122 W. First Street

(Street number and name)

Trinidad

(City)

CO

(State)

81082

(ZIP Code)

| | | | |
|--|--|-----------------------------------|-------------------------|
| Mailing address (leave blank if same as street address) | <hr/> <i>(Street number and name or Post Office Box information)</i> <hr/> | | |
| | <hr/> <i>(City)</i> | <hr/> CO <i>(State)</i> | <hr/> <i>(ZIP Code)</i> |

(The following statement is adopted by marking the box.)

The person appointed as registered agent has consented to being so appointed.

4. The true name and mailing address of the person forming the limited liability company are

| | | | | |
|----------------------------|---------------------|----------------------|-----------------------|-----------------------|
| Name (if an individual) | <hr/> <i>(Last)</i> | <hr/> <i>(First)</i> | <hr/> <i>(Middle)</i> | <hr/> <i>(Suffix)</i> |
|----------------------------|---------------------|----------------------|-----------------------|-----------------------|

OR

| | |
|----------------|---------------------------------|
| (if an entity) | Cline Mining Corporation |
|----------------|---------------------------------|

(Caution: Do not provide both an individual and an entity name.)

| | | |
|-----------------------------------|--|--------------------------|
| Mailing address | Brookfield Place | |
| | <i>(Street number and name or Post Office Box information)</i> | |
| | 181 Bay Street, 3rd Floor | |
| Toronto | ON | M5J 2T3 |
| <i>(City)</i> | <i>(State)</i> | <i>(ZIP/Postal Code)</i> |
| British Columbia | Canada | . |
| <i>(Province – if applicable)</i> | <i>(Country)</i> | |

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The limited liability company has one or more additional persons forming the limited liability company and the name and mailing address of each such person are stated in an attachment.

5. The management of the limited liability company is vested in

(Mark the applicable box.)

one or more managers.

OR

the members.

6. *(The following statement is adopted by marking the box.)*

There is at least one member of the limited liability company.

7. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

8. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

| | | | |
|---|---|--|---------------------------------------|
| <u>Botts</u> <small>(Last)</small> | <u>Robert</u> <small>(First)</small> | <u>E.</u> <small>(Middle)</small> | <u>Jr.</u> <small>(Suffix)</small> |
| <u>Aab & Botts, LLC</u> | | | |
| <i>(Street number and name or Post Office Box information)</i> | | | |
| <u>8301 E. Prentice Ave., Ste. 300</u> | | | |
| <u>Greenwood Village</u> <small>(City)</small> | <u>CO</u> <small>(State)</small> | <u>80111</u> <small>(ZIP/Postal Code)</small> | |
| <u>United States</u> <small>(Province – if applicable)</small> | | <u>United States</u> <small>(Country)</small> | |

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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6. Registered agent mailing address:
(if different from above)

34115 County Rd 20.8

(Street name and number or Post Office Box information)

| | | |
|-----------------------------------|------------------------------|--------------------------|
| <u>Trinidad</u> | <u>CO</u> | <u>81082</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| <u>United States</u> | | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | |
|--|------------------------------|--------------------------|
| <u>Henderson</u> | <u>Amanda</u> | |
| <i>(Last)</i> | <i>(First)</i> | <i>(Middle)</i> |
| <u>Aab & Botts, LLC</u> | | |
| <i>(Street name and number or Post Office Box information)</i> | | |
| <u>8301 E. Prentice Ave., Ste. 300</u> | | |
| <u>Greenwood Village</u> | <u>CO</u> | <u>80111</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| <u>United States</u> | | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

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Colorado Secretary of State
Date and Time: 11/19/2012 06:30 PM
ID Number: 20061150078

Document number: 20121636310
Amount Paid: \$10.00

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Statement of Change

Changing the Principal Office Address

filed pursuant to § 7-90-305.5 and § 7-90-705 of the Colorado Revised Statutes (C.R.S.)

1. The entity ID number and the entity name, or, if the entity does not have an entity name, the true name are

Entity ID number 20061150078
(Colorado Secretary of State ID number)

Entity name or True name New Elk Coal Company LLC.

2. The entity's principal office address has changed.

Such address, as changed, is

Street address 12250 Highway 12
(Street number and name)

| | | |
|----------------------------|-----------|-------------------|
| <u>Weston</u> | <u>CO</u> | <u>81091</u> |
| (City) | (State) | (ZIP/Postal Code) |
| <u>United States</u> | | |
| (Province – if applicable) | | (Country) |

Mailing address _____
(leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) _____ (State) _____ (ZIP/Postal Code)

(Province – if applicable) _____ (Country) _____

3. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

4. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

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(mm/dd/yyyy hour:minute am/pm)

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5. The true name and mailing address of the individual causing this document to be delivered for filing are

| | | | |
|--|---|--|--|
| <u>Botts</u> <small>(Last)</small> | <u>Robert</u> <small>(First)</small> | <u>E.</u> <small>(Middle)</small> | <u>Jr.</u> <small>(Suffix)</small> |
| <u>8301 E. Prentice Avenue</u> <small>(Street number and name or Post Office Box information)</small> | | | |
| <u>Suite 300</u> <small>(City)</small> | | | |
| <u>Greenwood Village</u> <small>(City)</small> | | <u>CO</u> <small>(State)</small> | <u>80111</u> <small>(ZIP/Postal Code)</small> |
| | | <u>United States</u> <small>(Country)</small> | |
| <u><i>(Province – if applicable)</i></u> | | | |

(If applicable, adopt the following statement by marking the box and include an attachment.)

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Colorado Secretary of State
Date and Time: 10/01/2013 09:00 AM
ID Number: 20061150078
Document number: 20131570695
Amount Paid: \$10.00

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Periodic Report

filed pursuant to § 7-90-301, et seq. and § 7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

Weston **CO** **81091**
(City) *(State)* *(Postal/Zip Code)*

United States
(Province – if applicable) *(Country – if not US)*

2. Principal office mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

3. Registered agent name: (if an individual) Thompson Ronald G
(Last) (First) (Middle) (Suffix)

or (if a business organization)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address: 12250 State Highway 12
(Street name and number)

Weston CO 81091
(City) (State) (Postal/Zip Code)

6. Registered agent mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|---|---------------|-----------------------|----------|
| <u>Henderson</u> | <u>Amanda</u> | | |
| (Last) | (First) | (Middle) | (Suffix) |
| Aab & Botts, LLC | | | |
| (Street name and number or Post Office Box information) | | | |
| 8301 E. Prentice Ave., Ste. 300 | | | |
| <u>Greenwood Village</u> | <u>CO</u> | <u>80111</u> | |
| (City) | (State) | (Postal/Zip Code) | |
| | | United States | |
| (Province – if applicable) | | (Country – if not US) | |

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Colorado Secretary of State
Date and Time: 09/03/2014 01:21 PM
ID Number: 20061150078
Document number: 20141541663
Amount Paid: \$10.00

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Periodic Report

filed pursuant to § 7-90-301, et seq. and § 7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

| | | |
|----------------------------|-----------------------|-------------------|
| Weston | CO | 81091 |
| | (City) | (State) |
| CO | United States | (Postal/Zip Code) |
| (Province – if applicable) | (Country – if not US) | |

2. Principal office mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

3. Registered agent name: (if an individual) Thompson Ronald G
(Last) (First) (Middle) (Suffix)

or (if a business organization)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address: 12250 State Highway 12
(Street name and number)

Weston CO 81091
(City) (State) (Postal/Zip Code)

6. Registered agent mailing address:
(if different from above)

Aab & Botts, LLC
(Street name and number or Post Office Box information)

8301 E. Prentice Ave., Suite 300
Greenwood Village CO 80111
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

Notice:

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|---|---------------|-----------------------|----------|
| <u>Henderson</u> | <u>Amanda</u> | | |
| (Last) | (First) | (Middle) | (Suffix) |
| Aab & Botts, LLC | | | |
| (Street name and number or Post Office Box information) | | | |
| 8301 E. Prentice Ave., Ste. 300 | | | |
| <u>Greenwood Village</u> | <u>CO</u> | <u>80111</u> | |
| (City) | (State) | (Postal/Zip Code) | |
| | | United States | |
| (Province – if applicable) | | (Country – if not US) | |

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 For more information or to print copies
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Colorado Secretary of State
 Date and Time: 09/03/2015 03:32 PM
 ID Number: 20061150078
 Document number: 20151577956
 Amount Paid: \$10.00

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Periodic Report

filed pursuant to §7-90-301, et seq. and §7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

| | | |
|-----------------------------------|------------------------------|--------------------------|
| <u>Weston</u> | <u>CO</u> | <u>81091</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| <u>CO</u> | <u>United States</u> | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

2. Principal office mailing address:
 (if different from above) _____
(Street name and number or Post Office Box information)

| | | |
|-----------------------------------|------------------------------|--------------------------|
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

3. Registered agent name: (if an individual) Thompson Ronald G
(Last) *(First)* *(Middle)* *(Suffix)*
 or (if a business organization) _____

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address: 12250 State Highway 12
(Street name and number)

| | | |
|---------------|----------------|--------------------------|
| <u>Weston</u> | <u>CO</u> | <u>81091</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |

6. Registered agent mailing address:
 (if different from above) _____
(Street name and number or Post Office Box information)
8301 E. Prentice Ave., Suite 300

| | | |
|-----------------------------------|------------------------------|--------------------------|
| <u>Greenwood Village</u> | <u>CO</u> | <u>80111</u> |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| <u>United States</u> | | |
| <i>(Province – if applicable)</i> | <i>(Country – if not US)</i> | |

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|---|---------------|-----------------------|----------|
| <u>Henderson</u> | <u>Amanda</u> | | |
| (Last) | (First) | (Middle) | (Suffix) |
| Aab & Botts, LLC | | | |
| (Street name and number or Post Office Box information) | | | |
| 8301 E. Prentice Ave., Ste. 300 | | | |
| <u>Greenwood Village</u> | <u>CO</u> | <u>80111</u> | |
| (City) | (State) | (Postal/Zip Code) | |
| | | United States | |
| (Province – if applicable) | | (Country – if not US) | |

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

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Colorado Secretary of State
Date and Time: 09/29/2016 08:33 AM
ID Number: 20061150078
Document number: 20161662250
Amount Paid: \$10.00

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Periodic Report

filed pursuant to § 7-90-301, et seq. and § 7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

Weston CO 81091
(City) *(State)* *(Postal/Zip Code)*
CO United States
(Province – if applicable) *(Country – if not US)*

2. Principal office mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

3. Registered agent name: (if an individual) Botts Robert E. Jr.
(Last) (First) (Middle) (Suffix)

or (if a business organization)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address:

Stinson Leonard Street LLP
(Street name and number)
6400 S Fiddlers Green Cir Ste, 1900
Greenwood Village **CO** **80111**
(City) *(State)* *(Postal/Zip Code)*

**6. Registered agent mailing address:
(if different from above)**

| | | |
|--|----------------|------------------------------|
| <i>(Street name and number or Post Office Box information)</i> | | |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| <i>(Province – if applicable)</i> | | <i>(Country – if not US)</i> |

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| | | | |
|---|-----------------------|-------------------|----------|
| <u>Henderson</u> | <u>Amanda</u> | | |
| (Last) | (First) | (Middle) | (Suffix) |
| <u>Stinson Leonard Street LLP</u> | | | |
| (Street name and number or Post Office Box information) | | | |
| <u>6400 S Fiddlers Green Cir, Ste 1900</u> | | | |
| <u>Greenwood Village</u> | <u>CO</u> | <u>80111</u> | |
| (City) | (State) | (Postal/Zip Code) | |
| <u>United States</u> | | | |
| (Province – if applicable) | (Country – if not US) | | |

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Date and Time: 11/27/2017 10:51 AM
ID Number: 20061150078
Document number: 20171878922
Amount Paid: \$10.00

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Periodic Report

filed pursuant to § 7-90-301, et seq. and § 7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

Weston CO 81091
(City) *(State)* *(Postal/Zip Code)*
CO United States
(Province – if applicable) *(Country – if not US)*

2. Principal office mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

3. Registered agent name: (if an individual) Botts Robert E. Jr.
(Last) (First) (Middle) (Suffix)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address:

Stinson Leonard Street LLP
(Street name and number)
6400 S Fiddlers Green Cir Ste, 1900
Greenwood Village **CO** **80111**
(City) *(State)* *(Postal/Zip Code)*

**6. Registered agent mailing address:
(if different from above)**

(Street name and number or Post Office Box information)

| | | |
|-----------------------------------|----------------|------------------------------|
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> |
| <hr/> | | <hr/> |
| <i>(Province – if applicable)</i> | | <i>(Country – if not US)</i> |

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| | | | |
|---|-----------------------|-------------------|----------|
| <u>Henderson</u> | <u>Amanda</u> | | |
| (Last) | (First) | (Middle) | (Suffix) |
| <u>Stinson Leonard Street LLP</u> | | | |
| (Street name and number or Post Office Box information) | | | |
| <u>6400 S Fiddlers Green Cir, Ste 1900</u> | | | |
| <u>Greenwood Village</u> | <u>CO</u> | <u>80111</u> | |
| (City) | (State) | (Postal/Zip Code) | |
| <u>United States</u> | | | |
| (Province – if applicable) | (Country – if not US) | | |

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Colorado Secretary of State
Date and Time: 11/26/2018 08:42 AM
ID Number: 20061150078
Document number: 20181916029
Amount Paid: \$10.00

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Periodic Report

filed pursuant to § 7-90-301, et seq. and § 7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

Weston CO 81091
(City) *(State)* *(Postal/Zip Code)*
CO United States
(Province – if applicable) *(Country – if not US)*

2. Principal office mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

3. Registered agent name: (if an individual) Head Louis
(Last) *(First)* *(Middle)* *(Suffix)*

or (if a business organization)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address: 12250 Highway 12
(Street name and number)

Weston CO 81091
(City) (State) (Postal/Zip Code)

6. Registered agent mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

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| | | | |
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| <u>Henderson</u> | <u>Amanda</u> | | |
| (Last) | (First) | (Middle) | (Suffix) |
| <u>Stinson Leonard Street LLP</u> | | | |
| (Street name and number or Post Office Box information) | | | |
| <u>6400 S Fiddlers Green Cir, Ste 1900</u> | | | |
| <u>Greenwood Village</u> | <u>CO</u> | <u>80111</u> | |
| (City) | (State) | (Postal/Zip Code) | |
| <u>United States</u> | | | |
| (Province – if applicable) | (Country – if not US) | | |

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Date and Time: 09/30/2019 02:49 PM
ID Number: 20061150078
Document number: 20191789720
Amount Paid: \$10.00

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Periodic Report

filed pursuant to § 7-90-301, et seq. and § 7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

Weston **CO** **81091**
(City) *(State)* *(Postal/Zip Code)*
CO **United States**
(Province – if applicable) *(Country – if not US)*

2. Principal office mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

3. Registered agent name: (if an individual) Head Louis
(Last) *(First)* *(Middle)* *(Suffix)*

or (if a business organization)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address: 12250 Highway 12
(Street name and number)

Weston CO 81091
(City) (State) (Postal/Zip Code)

6. Registered agent mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|--|---|--|---------------------------------------|
| <u>Botts</u> <small>(Last)</small> | <u>Robert</u> <small>(First)</small> | <u>E.</u> <small>(Middle)</small> | <u>Jr.</u> <small>(Suffix)</small> |
| <u>Stinson LLP</u> <small>(Street name and number or Post Office Box information)</small> | | | |
| <u>6400 S Fiddlers Green Cir, Ste 1900</u> | | | |
| <u>Greenwood Village</u> <small>(City)</small> | <u>CO</u> <small>(State)</small> | <u>80111</u> <small>(Postal/Zip Code)</small> | |
| | | <u>United States</u> <small>(Province – if applicable) (Country – if not US)</small> | |

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Colorado Secretary of State
Date and Time: 12/29/2020 08:52 AM
ID Number: 20061150078
Document number: 20208123492
Amount Paid: \$10.00

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Periodic Report

filed pursuant to § 7-90-301, et seq. and § 7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

Weston CO 81091
(City) *(State)* *(Postal/Zip Code)*
CO United States
(Province – if applicable) *(Country – if not US)*

2. Principal office mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

3. Registered agent name: (if an individual) Head Louis
(Last) *(First)* *(Middle)* *(Suffix)*

or (if a business organization)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address: 12250 Highway 12
(Street name and number)

Weston (City) CO 81091 (State) (Postal/Zip Code)

6. Registered agent mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|---|--------------------------|-----------------------------------|------------------------|
| <u>Botts</u> (Last) | <u>Robert</u> (First) | <u>E.</u> (Middle) | <u>Jr.</u> (Suffix) |
| <u>Stinson LLP</u> | | | |
| (Street name and number or Post Office Box information) | | | |
| <u>6400 S Fiddlers Green Cir, Ste 1900</u> | | | |
| <u>Greenwood Village</u> (City) | <u>CO</u> (State) | <u>80111</u> (Postal/Zip Code) | |
| <u>United States</u> | | | |
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Date and Time: 12/28/2021 10:37 AM
ID Number: 20061150078
Document number: 20218224446
Amount Paid: \$10.00

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Periodic Report

filed pursuant to § 7-90-301, et seq. and § 7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number: 20061150078

Entity name: New Elk Coal Company LLC

Jurisdiction under the law of which the entity was formed or registered: Colorado

1. Principal office street address: 12250 State Highway 12
(Street name and number)

Weston CO 81091
(City) *(State)* *(Postal/Zip Code)*
CO United States
(Province – if applicable) *(Country – if not US)*

2. Principal office mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

3. Registered agent name: (if an individual) Mahon *(Last)* Amon *(First)* Leslie *(Middle)* *(Suffix)*
or (if a business organization)

or (if a business organization)

4. The person identified above as registered agent has consented to being so appointed.

5. Registered agent street address: 12250 Highway 12
(Street name and number)

Weston (City) CO 81091 (State) (Postal/Zip Code)

6. Registered agent mailing address:
(if different from above) _____
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|---|---------|-----------------------|----------|
| Botts | Robert | E. | Jr. |
| (Last) | (First) | (Middle) | (Suffix) |
| Stinson LLP | | | |
| (Street name and number or Post Office Box information) | | | |
| 1144 Fifteenth Street, Suite 2400 | | | |
| Denver | CO | 80202 | |
| (City) | (State) | (Postal/Zip Code) | |
| United States | | | |
| (Province – if applicable) | | (Country – if not US) | |

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

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EXHIBIT B

Operating Agreement

[see attached]

**WRITTEN CONSENT OF THE
SOLE MEMBER OF
NEW ELK COAL COMPANY LLC**

The undersigned, being the sole Member (the “**Member**”) of New Elk Coal Company LLC, a Colorado limited liability company (the “**Company**”), hereby approves, consents to and adopts the following recitals and resolutions and the actions therein authorized as the act of the Member by written consent, to be effective as of October 26, 2020 (the “**Effective Date**”).

Approval of Amended and Restated Limited Liability Company Operating Agreement

WHEREAS, the Member of the Company has determined that it is in the best interests of the Company to amend and restate its Limited Liability Company Operating Agreement,

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Limited Liability Company Operating Agreement of the Company, substantially in the form attached hereto as Exhibit A (the “**Amended and Restated Agreement**”), is hereby adopted and approved, and

RESOLVED FURTHER, that Mark Gray and Jonathan Reynolds (each, an “**Authorized Person**”) are authorized and directed, to execute the Amended and Restated Agreement for and on behalf of the Member of the Company, and to make all such arrangements to do and perform all such acts and to execute and deliver all such certificates and such other instruments, agreements, and documents, as he may deem necessary or appropriate in order to fully effectuate the purpose of each and all of the foregoing resolutions, and to waive all conditions and to do all things necessary and helpful to carry out the purposes of the foregoing resolutions, and that any and all prior or future actions taken by an Authorized Person that are consistent with the purposes and intent of the above resolutions are ratified, approved, adopted, and confirmed.

General Authority and Ratification

RESOLVED FURTHER, that any Authorized Person be, and each of them hereby is, acting alone, authorized to prepare, execute, deliver and perform such agreements, documents and other instruments and take such other action, in the name of and on behalf of the Company, as any such Authorized Person, in his discretion, shall deem necessary or advisable to effect and carry out the intent of the foregoing resolutions and the transactions contemplated thereby, and the taking of such action and the preparation, execution, delivery and performance of any such agreements, documents and other instruments or the performance of any such act shall be conclusive evidence of the approval of the Member thereof and all matters relating thereto.

This consent may be executed by facsimile signature, and a facsimile signature will constitute an original signature.

IN WITNESS WHEREOF, the undersigned, being the sole Member of the Company, has executed this consent effective as of the Effective Date.

New Elk Coal Holdings LLC

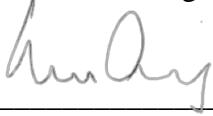
By: 
Name Mark Gray
Title President

Exhibit A

Form of Amended and Restated Limited Liability Company Operating Agreement

(see attached)

AMENDED AND RESTATED
LIMITED LIABILITY COMPANY OPERATING AGREEMENT
OF
NEW ELK COAL COMPANY LLC

This Amended and Restated Limited Liability Company Operating Agreement (this “Agreement”) is entered into October __, 2020 by New Elk Coal Holdings LLC, a Delaware limited liability company (the “Member”). This Agreement amends and restates in its entirety the Operating Agreement of the Company dated February 10, 2006, as amended (the “Original Agreement”). The Member states and agrees that the Original Agreement is amended and restated in its entirety as follows:

1. The Limited Liability Company.

1.1 Organization. The Member hereby executes this Agreement for the purpose of establishing the rights and duties of the Member in relation to the limited liability company, subject to the provisions of the Colorado Limited Liability Company Act (the “Act”). The name of the limited liability company is New Elk Coal Company LLC (the “Company”).

1.2 Articles of Organization. Articles of organization of the Company (the “Articles”) have been filed with the Colorado Secretary of State. In the future, the Member shall execute such further documents and take such further action as shall be appropriate or necessary to comply with the requirements of law for the organization and operation of a limited liability company in all states and counties where the Company elects to carry on its business.

1.3 Business. The purpose for which the Company is formed is to engage in any other activity that limited liability companies organized under the Act lawfully may engage.

1.4 Principal Office; Agent. The principal office of the Company shall be at c/o New Elk Coal Holdings LLC, 1415 Suite D, Hankin Avenue, Telkwa, BC V0J 2X0, Canada or such other place as the Board may from time to time determine. The initial registered office and the initial registered agent of the Company are as specified in the Articles. The Company may change its registered office, its registered agent or both, upon determination by the Board, by filing a statement as specified in the Act.

1.5 Authorized Units. The membership interests in the Company will be represented by units (the “Units”). The Company is authorized to issue 1,000 Units. Except as required by applicable law, the Units will be voting Units and each holder will be entitled to one vote per Unit held by such holder on each matter to be voted on by the members of the Company. Each Unit will be identical with each other Unit in every respect.

1.6 Sole Member. The Member is the sole member of the Company, holding the number of Units of the Company set forth on Exhibit A hereto.

1.7 Unit Certificates. Each Unit of the Company is and shall be personal property for all purposes and shall be a “security” as defined in, and governed by, Article 8 of the Uniform Commercial Code of the State of Colorado (Colorado Revised Statutes Title 4, Article 8: Uniform Commercial Code -- Investment Securities) (the “UCC”). The Member shall receive a certificate substantially in the form of Exhibit B hereto, which shall evidence the Member’s Units of the Company.

2. Capital Contributions.

2.1 Capital Contributions. The Member may in its discretion, but shall not have any obligation to, contribute capital to the Company.

2.2 Treatment of Capital Contributions. Capital contributions shall be expended in furtherance of the business of the Company. All costs and expenses of the Company shall be paid from its funds. No interest shall be paid on capital contributions.

3. Distributions.

3.1 Nonliquidating Distributions. Subject to Sections 3.2 and 3.3, the Company may make distributions to the Member at such times and in such amounts as the Board shall determine. The Member shall be entitled to 100 percent of all distributions.

3.2 Liquidating Distributions. All distributions made in connection with the liquidation of the Company, shall be made after:

(a) first, paying the debts and liabilities of the Company and the expenses of liquidation; and

(b) next, establishing such reserves as the Board, acting as liquidator (in accordance with Article 8) reasonably may deem necessary for any contingent liabilities of the Company.

3.3 Limitation on Distributions. No distribution shall be made to the Member pursuant to this Article 3 to the extent that such distribution would: (i) cause the Company to be insolvent; (ii) render the Company liable for a return of such distribution under applicable law; or (iii) violate any applicable law or any agreement to which the Company is a party.

4. Allocation of Profit and Loss. Profits or losses of the Company shall be determined for each Company fiscal year, and for such other periods as may be required. 100 percent of all profits and losses of the Company shall be allocated to the Member.

5. Management.

5.1 Management Authority of the Board. The Member hereby delegates to the governing board of the Company (the “Board”) the exclusive authority to manage the Company’s business except as to those matters as to which (i) the approval of the Member is required by this Agreement or by the Act, (ii) the Board fails or refuses to act, or (iii) the Board submits the matter for approval to the Member. Subject to the provisions of the Articles, the Act and this Agreement relating to actions required to be approved by the Member, the business, property and affairs of the Company shall be managed and all powers of the Company shall be exercised by or under the direction of the Board, which shall have all of the rights and powers which may be possessed by a “manager” under the Act, and such rights and powers as are otherwise conferred by law or by this Agreement to manage and control the business, property and affairs of the Company, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of the Company’s business, property and affairs.

5.2 Composition of Board.

(a) Directors; Appointment. Each person serving on the Board is referred to in this Agreement as a “Director.” The Board shall be comprised of at least one and not more than three Directors, each appointed by the Member. The Member hereby appoints Mark Gray, Jonathan Reynolds and Larry Cook as the initial Directors of the Company.

(b) Vacancies. In the event of the death, disability, retirement, resignation, or removal of any Director, the Member shall have the right, but not the obligation at any particular time, to designate another individual to fill such vacancy and to serve as a Director.

(c) Removal. Each Director may be removed at any time by the Member.

5.3 Meetings of Board.

(a) Calling a Meeting. Meetings of the Board may be called by the Chairman of the Board, any Director or by the CEO (defined below).

(b) Attendance at Meetings; Minutes. Attendance at meetings of the Board may be by speaker telephone or other communications device by which all those participating in the meeting may hear each other. The Board shall keep written minutes of all meetings, and the minutes shall be included in the records of the Company.

(c) Notice; Place of Meetings. All meetings of the Board or the Members shall be held upon at least 24 hours’ notice delivered personally or by telephone, facsimile or e-mail to each Director. Such notice shall specify the place, day and hour of the meeting and the purpose or purposes for which the meeting is being called. Notice of a meeting need not be given to any Director who signs a waiver of

notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to its commencement, such lack of notice. All such waivers, consents and approvals shall be filed with the Company records or made a part of the minutes of the meeting. Meetings of the Board may be held at any place, within or without the State of Colorado, which has been designated in the notice of the meeting or at such place as may be approved by the Board. If all of the Directors shall meet at any time and place and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting lawful action may be taken.

(d) Quorum. A majority of Directors shall constitute a quorum of the Board for the transaction of business.

(e) Manner of Acting. If a quorum is present at a meeting of the Board, the affirmative vote of a majority of all Directors shall be the act of the Board.

(f) Action Without a Meeting. Action required or permitted to be taken at a meeting of Directors may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by all of the Directors and delivered to the CEO for inclusion in the minutes or for filing with the Company records. Action taken under this paragraph is effective when all of the Directors have signed the consent, unless the consent specifies a different effective date.

5.4 Reimbursement of the Directors' Expenses. The Directors shall be entitled to reimbursement by the Company for reasonable out-of-pocket costs incurred on behalf of the Company.

5.5 Appointment of Officers.

(a) The Member or the Board may at any time appoint or remove officers of the Company. The officers of the Company, if deemed necessary by the Board, may include a chairman of the board, chief executive officer ("CEO"), president, vice president, secretary and treasurer. Officers appointed by the Board shall serve at the pleasure of the Board until a replacement officer is appointed by the Board, subject to all rights, if any, of an officer under any contract of employment. Any individual may hold any number of offices. No officer shall be required to be a resident of the State of Colorado or citizen of the United States. Unless the Board decides otherwise, if the title is one commonly used for officers of a business corporation formed under the Delaware General Corporation Law, the assignment of such title shall constitute the delegation to such person of the authorities and duties that are normally associated with that office. No officer shall be a "manager" for the purpose of the Act, but each shall be an agent of the Company, as may be the case, within his or her scope of authority provided by this Agreement or otherwise authorized by the Board.

(b) Subject to the rights, if any, of an officer under a contract of employment, any officer may be removed, either with or without cause, by the Member any time. Any officer may resign at any time by giving written notice to the Member.

Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Company under any contract to which the officer is a party or applicable law. A vacancy in the office of any officer because of death, resignation, removal, disqualification or any other cause shall be filled by the Member.

(c) Mark Gray shall be the initial Chairman, President and CEO of the Company. Jonathan Reynolds shall be the initial Vice President and Treasurer of the Company. Louis Head shall be the initial Secretary of the Company.

(d) Any note, mortgage, evidence of indebtedness, contract, certificate, statement, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the Company and any other person or entity, when signed by an officer, is not invalidated as to the Company by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person or entity that the signing officer had no authority to execute the same.

5.6 Exculpation; Indemnification.

(a) No current or former Member, Director or officer of the Company (each an "Indemnified Person") shall be liable, responsible or accountable in damages or otherwise to the Company or the Member for any acts performed, or for any failure to act within the scope of this Agreement, unless the act or omission was performed or omitted in contravention of this Agreement, or constituted gross negligence, fraud or willful misconduct. To the fullest extent permitted by law, each Indemnified Person shall be indemnified, held harmless and defended by the Company from and against any and all losses, claims, damages, liabilities, whether joint or several, expenses (including legal fees and expenses), judgments, fines and other amounts paid in settlement, incurred or suffered by the Indemnified Person, as a party or otherwise, in connection with any threatened, pending or completed claim, demand, action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, arising out of or in connection with the business or the operation of the Company, or by reason of the Indemnified Person's status as a current or former Member, Director or officer, regardless of whether the Indemnified Person retains such status at the time any such loss, claim, damage, liability, or other expense is paid or incurred if (i) the Indemnified Person acted within the scope of its, his or her authority pursuant to this Agreement and, with respect to any criminal proceeding, had no reasonable cause to believe that such conduct was unlawful, and (ii) the Indemnified Person's conduct did not constitute fraud, gross negligence or willful misconduct. The termination of any action, suit or proceeding by judgment, order, settlement or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the Indemnified Person acted in a manner contrary to the standards specified in this Section 5.6(a).

(b) To the fullest extent permitted by law, expenses incurred by an Indemnified Person in defending any claim, demand, action, suit or proceeding subject to this section shall, from time to time, be advanced by the Company prior to the final

disposition of such claim, demand, action, suit or proceeding upon receipt by the Company of an undertaking by or on behalf of the Indemnified Person to repay such amount unless it is determined that the Indemnified Person is entitled to be indemnified therefor pursuant to this Section 5.6.

(c) The indemnification provided by this Section 5.6 shall be in addition to any other rights to which an Indemnified Person may be entitled under any other agreement, as a matter of law or otherwise, and shall inure to the benefit of the heirs, legal representatives, successors, assigns and administrators of the Indemnified Person.

(d) Any indemnification under this Section 5.6 shall be satisfied solely out of the assets of the Company and no Indemnified Person shall have any recourse against the Member with respect to such indemnification.

(e) No Indemnified Person shall be denied indemnification, in whole or in part, under this Section 5.6 merely because the Indemnified Person had an interest in the transaction with respect to which the indemnification applies, if the transaction was not otherwise prohibited by the terms of this Agreement and the conduct of the Indemnified Person satisfies the conditions set forth in this Agreement.

(f) The indemnification provided in this Section 5.6 is for the benefit of the Indemnified Persons only and shall not be deemed to create any right to indemnification for any other person or entity.

(g) The Company may, but shall have no obligation to, purchase and maintain insurance covering any potential liability of the Indemnified Persons for any actions or omissions for which indemnification is permitted hereunder including such types of insurance (including extended coverage liability and casualty and workers' compensation) as would be customary for any person engaged in a similar business and may name the Indemnified Persons as additional insured parties thereunder.

(h) To the extent that any Indemnified Person is successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Section 5.6, or in the defense of any claim, issue, or matter therein, the Company shall indemnify it, him or her against the expenses, including attorneys' fees, actually and reasonably incurred by them in connection therewith.

5.7 Indemnification Procedures; Survival.

(a) Promptly after receipt by any Indemnified Person of notice of the commencement of any action that may result in a claim for indemnification pursuant to Section 5.6, the Indemnified Person shall notify the Company in writing within 30 days thereafter; provided, however, that the omission so to notify the Company shall not relieve the Company of any liability for indemnification pursuant to Section 5.6 as to the particular item for which indemnification may then be sought (except to the extent that the failure to give notice shall have been materially prejudicial to the Company).

(b) The Indemnified Person shall have the right to employ separate counsel in any action as to which indemnification may be sought under any provision of this Agreement and to participate in the defense thereof, but the fees and expenses of such counsel shall be at the expense of the Indemnified Persons unless (i) the Company has agreed in writing to pay such fees and expenses, (ii) the Company has failed to assume the defense thereof without reservation and employ counsel within a reasonable period of time after being given the notice required above, or (iii) the named parties to any such action (including any impleaded parties) include both the Indemnified Persons and the Company and the Indemnified Persons shall have been advised by its counsel that representation of the Indemnified Persons and the Company by the same counsel would be inappropriate under applicable standards of professional conduct (whether or not such representation by the same counsel has been proposed) due to actual or potential differing interests between them. It is understood, however, that the Company shall, in connection with any one such action or separate but substantially similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances, be liable for the reasonable fees and expenses of only one separate firm of attorneys at any time for all the Indemnified Persons having actual or potential differing interests with the Company.

(c) The Company shall not be liable for any settlement of any such action effected without its written consent, but if settled with such written consent, or if there is a final judgment against the Indemnified Person in any such action, the Company agrees to indemnify and hold harmless the Indemnified Person to the extent provided above from and against any loss, claim, damage, liability or expense by reason of such settlement or judgment.

(d) The Company shall pay the expenses incurred by any Indemnified Person in defending a pending or threatened civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by such person or entity to repay such payment if the Indemnified Person shall be determined not to be entitled to indemnification therefor as provided herein; provided, however, that in such instance such person is not defending a civil action, suit or proceeding commenced against such person by the Company itself.

(e) The indemnification obligation set forth in Section 5.6 shall survive the termination of this Agreement.

6. Transfers.

6.1 Substitution of a Member. No assignee, legatee, or transferee (by conveyance, operation of law or otherwise) of the whole or any portion of the Member's interest in the Company shall have the right to become a substituted Member without the approval of the Member, provided, however, that an assignee, legatee or transferee of the entire interest of the Member in the Company shall be admitted as a substituted member, in the Member's place and stead. A substituted member shall succeed to all the rights and interest of the Member in the Company. An assignee of the Member who is not

admitted as a member shall be entitled only to the distributions to which its assignor otherwise would be entitled.

6.2 Dissolution of Member. If the Member shall be dissolved, merged or consolidated, its successor in interest shall have the same rights and obligations that the Member would have had if it had not been dissolved, merged or consolidated except that the successor shall not become a substituted member.

6.3 Conditions to Transfer. No transfer of any interest in the Company shall be effective for any purpose whatsoever until the transferee shall have assumed the transferor's obligations to the extent of the interest transferred and shall have agreed to be bound by all the terms and conditions hereof, by written instrument, duly acknowledged, in form and substance reasonably satisfactory to the Member.

7. Term. The Company shall continue until dissolved by any of the following events:

- (a) the approval of the Member;
- (b) the dissolution of the Member, or the occurrence of any other event that terminates the continued membership of the Member; or
- (c) any other event causing dissolution of a limited liability company under the Act.

8. Dissolution and Termination.

8.1 Liquidation. Upon the dissolution of the Company, the Board shall act as liquidator to wind up the Company. As such, the Board shall have full power and authority to sell, assign and encumber any or all of the Company's assets and to wind up and liquidate the affairs of the Company in an orderly and businesslike manner.

8.2 Statement of Dissolution. Upon the completion of the distribution of Company assets as provided in Article 3, the Company shall be terminated and the Member, acting as liquidator, shall file a statement of dissolution and shall take such other actions as may be necessary to terminate the Company.

9. General Provisions.

9.1 Entire Agreement. This Agreement embodies the entire understanding and agreement of the Member concerning the Company and supersedes any and all prior negotiations, understandings or agreements in regard thereto, including the Original Agreement.

9.2 Amendment. This Agreement may not be amended except by written instrument executed by the Member.

9.3 Applicable Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Colorado.

[remainder of page intentionally left blank]

EXHIBIT C

Unanimous Written Consent of the Board of Directors

[see attached]

**NEW ELK COAL COMPANY LLC
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

As of May 24, 2022

* * * * *

The undersigned, being all of the members of the Board of Directors (the "Board") of New Elk Coal Company LLC, a Colorado limited liability company (the "Company"), in lieu of holding a meeting of the Board of the Company, hereby adopt the following resolutions by written consent to be effective as of May 24, 2022 (the "Effective Date").

WHEREAS, the Company is a proposed party to the Guaranty and Security Agreement), dated on or about the date hereof (the "Security Agreement"), by and between the Company, Allegiance Coal Limited, an Australian corporation ("ACL"), Collins Street Convertible Notes Pty Ltd (the "Noteholder"), Allegiance Coal USA Limited ("ACUSA"), New Elk Coal Holdings LLC, a Delaware limited liability company ("NECH"), North Central Energy Company, a Colorado corporation ("NCEC"), Raton Basin Analytic LLC, a Colorado limited liability company ("RBA"), and Black Warrior Minerals, Inc., an Alabama corporation ("BWM," and together with the Company, ACL, ACUSA, NECH, the "Grantors"), and other documents by and between the Noteholder and the Grantors, in connection with the Convertible Note Agreement, dated on or about the date hereof (the "Note Agreement"), by and between ACUSA, ACL and the Noteholder, including the Assignments, the Mortgages, the Deed, the Note, the Subordination Agreements, and all financing statements (or comparable documents now or hereafter filed in accordance with the UCC or other applicable law) (collectively, the "Transaction Documents");

WHEREAS, the Board has had the opportunity to review drafts of the Transaction Documents; and

WHEREAS, the Board has determined it is useful and appropriate for the Company to enter into, execute, deliver and perform its obligations under the Transaction Documents and to deliver the certificates, opinions, and documents contemplated therein.

NOW THEREFORE BE IT:

RESOLVED, that the Transaction Documents in the forms submitted to the Board are hereby adopted, authorized, and approved (together with the performance thereunder and the transaction contemplated thereby), with such changes thereto as any member of the Board or authorized person of the Company executing the same may deem necessary or desirable to carry out the purposes and intent of the foregoing resolution, with the execution and delivery of any or all of the foregoing documents to be conclusive

proof of the determination by such persons of the necessity therefor or appropriateness thereof; and be it further

RESOLVED, that each member of the Board or officer acting alone (each an "**Authorized Signatory**") be and hereby is authorized to execute, deliver, and perform, or cause to be executed, delivered, and performed, the Transaction Documents and all other agreements, certificates, and other documents contemplated under the Transaction Documents (collectively, the "**Ancillary Documents**") each in form and with such additional changes or amendments to the terms, conditions, or other provisions thereof as a member of the Board or Authorized Signatory may approve, the execution and delivery of which shall be conclusive evidence of proper authorization and approval thereof; and be it further

RESOLVED, that the Secretary be, and hereby is, authorized to certify to any third party that these resolutions have been duly adopted and that they are in conformity with the Certificate of Incorporation and the By-Laws of the Company; and be it further

RESOLVED, that the Transaction Documents and the Ancillary Documents, are hereby adopted, authorized, and approved (together with the performance thereunder and the transactions contemplated thereby), in such form as any member of the Board, officer, or Authorized Signatory of the Company, executing the same may deem necessary or desirable to carry out the purposes and intent of the foregoing resolution, with the execution and delivery of any or all of the foregoing documents to be conclusive proof of the determination by such persons of the necessity therefor or appropriateness thereof, and that the Company, acting alone, be and hereby is authorized, empowered, and directed, to execute, deliver and perform the Transaction Documents and Ancillary Documents, each in the form and with such additional changes or amendments to the terms, conditions, or other provisions thereof as any member of the Board or Authorized Signatory of the Company may approve, the execution and delivery of which shall be conclusive evidence of proper authorization and approval thereof; and be it further

RESOLVED, that all acts and deeds heretofore done and any action taken by the Board, any Authorized Signatory or agent of the Company for or on behalf of the Company be, and hereby are, ratified, approved and confirmed in all respects as the acts and deeds of the Company and any action hereafter taken by the Board or any Authorized Signatory or agent of the Company for or on behalf of the Company in carrying out the terms and intentions of the foregoing resolutions or otherwise within the terms of the foregoing resolutions be, and hereby are, ratified, approved and confirmed in all respects as the acts and deeds of the Company.

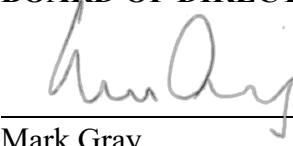
Separate counterparts of this Consent may be executed and delivered (each of which may be transmitted via facsimile or e-mail (in portable document format, including DocuSign)), each of which shall be deemed an original instrument, but all such counterparts together shall constitute but one and the same Consent.

Any member of the Board is hereby directed to cause this instrument or a conformed or executed counterpart copy thereof, to be placed with the permanent records of the proceedings transacted by the Company.

[Remainder of page left blank. Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the Effective Date.

BOARD OF DIRECTORS:



Mark Gray

Jonathan Reynolds



EXHIBIT D

Incumbency

Name of director or officer Title

Mark Gray Director, Chairman, President,
and Chief Executive Officer

Signature



Jonathan Reynolds Director, Vice President,
and Treasurer



Saravanan Sivapathasundaram Secretary

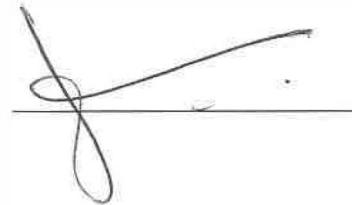


EXHIBIT E

Good Standing Certificate

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF FACT OF GOOD STANDING

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

New Elk Coal Company LLC

is a

Limited Liability Company

formed or registered on 04/06/2006 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20061150078 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 05/16/2022 that have been posted, and by documents delivered to this office electronically through 05/17/2022 @ 12:11:19 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 05/17/2022 @ 12:11:19 in accordance with applicable law. This certificate is assigned Confirmation Number 14026918 .



A handwritten signature in blue ink that reads "Jena Griswold".

Secretary of State of the State of Colorado

*****End of Certificate*****
Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."